

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JKF)
)
Debtors.) (Jointly Administered)

**ORDER APPROVING THE DEBTORS' CLOSING OF A MANUFACTURING
PLANT AND CONSOLIDATION OF OPERATIONS**

Upon the motion of the above-captioned debtors and debtors in possession (collectively, the "Debtors") requesting the entry of an Order approving the Debtors' closing of a manufacturing plant and consolidation of its operations (the "Motion");² and the Court having considered the Motion; and no previous motion for the relief requested therein having been made; and due and proper notice of the Motion having been given; and it appearing that sufficient cause exists for granting the relief requested; and that the requested relief under the Motion is in the best interests of the Debtors, their estates, creditors and all parties-in-interest, it is hereby:

ORDERED that the Motion is approved; and it is further

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Capitalized terms not otherwise defined herein have those meanings ascribed to them in the Motion.

ORDERED that in accordance with section 363 of the Bankruptcy Code, the Debtors are authorized to cease operations at their Darex manufacturing plant in Atlanta, Georgia and consolidate their Atlanta can sealant and carbon dioxide manufacturing operations with their Chicago, Illinois manufacturing plant; and it is further

ORDERED that the Debtors are authorized to perform all of their obligations related to the relief requested in the Motion and to execute such other documents and take such further actions as are necessary to effectuate such relief; and it is further

ORDERED that the making or delivery of any instrument of transfer executed in connection with the relief requested in the Motion shall be deemed to be made or delivered under, in furtherance of or in connection with a chapter 11 plan of reorganization for the Debtors and, therefore, shall be exempt from taxation pursuant to section 1146(c) of the Bankruptcy Code; and it is further

ORDERED that the provisions of this Order shall be self-executing and each and every federal, state or local agency, department or governmental authority with regulatory authority over the relief granted herein shall be directed to accept this Order as binding authority to consummate the relief granted herein; and it is further

ORDERED that the stay of order authorizing use, sale, or lease of property provided for in Fed. R. Bank. Proc. 6004(g) shall not apply to this Order, and this Order is hereby immediately effective and enforceable; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or in connection with the implementation, enforcement and interpretation of this Order.

Dated: _____, 2002

Judith K. Fitzgerald
United States Bankruptcy Judge